



THREE SIXTY SOLAR LTD.

Suite 408 - 55 Water Street
Vancouver, British Columbia, Canada V6B 1A1
Tel: 1-800-684-1972
www.threesixtysolar.com

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Three Sixty Solar Ltd. (the “**Company**”) will be held at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7 on Tuesday, November 15, 2022 at 10:00 a.m. (Pacific Time).

In light of the ongoing public health concern related to COVID-19 the Company would like to accommodate Shareholders who do not wish to attend the Meeting in person. See “Note of Caution” below. Accordingly, the Company will offer Shareholders the option to listen and participate (but not vote) at the Meeting in real time by telephone conference call:

Dial by your location:

Canada Toll Free +1-855-244-8677	US Toll Free +1-415-655-0002	Access Code: 95400309
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The Meeting is held for the following purposes:

1. to table the consolidated financial statements for the fiscal year ended December 31, 2021 and the interim quarterly financial statements for the three and six month fiscal period ended June 30, 2022, together with the auditor’s report thereon, and the related management’s discussion and analyses;
2. to elect directors of the Company for the ensuing year;
3. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants (“**DMCL**”), as auditor of the Company for the ensuing year;
4. to ratify, confirm and approve adoption of the Company’s new 10% “rolling” Share Option Plan, as more particularly described in the accompanying Information Circular; and
5. to ratify, confirm and approve adoption of the Company’s new Restricted Share Unit Plan, as more particularly described in the accompanying Information Circular.

An Information Circular accompanies this Notice, which contains details of matters to be considered at the Meeting. No other matters are contemplated however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

A copy of the consolidated audited financial statements for the financial years ended December 31, 2021 and the report of the auditor thereon, the interim financial statements for the three and six month fiscal period ended June 30, 2022, and the related management’s discussion and analyses will be made available at the Meeting and are available under the Company’s profile on SEDAR at www.sedar.com.

NOTE OF CAUTION Concerning COVID-19

At the date of this Notice the Company intends to hold the Meeting at the location stated in this Notice. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“**COVID-19**”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following the instructions set out in the accompanying Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in restrictions related to COVID-19 including by changing the Meeting date, changing the Meeting venue or the changing the way in which the Meeting is conducted (for example by webcast or other remote communication). Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com as well as on our Company website at www.threesixtysolar.com. Please check our website prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting proxy materials.

DATED at Vancouver, British Columbia, October 14, 2022.

BY ORDER OF THE BOARD

“Brian Roth”

Brian Roth
Chief Executive Officer and Director



INFORMATION CIRCULAR
as at October 13, 2022
(except as otherwise indicated)

This information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by the management of THREE SIXTY SOLAR LTD. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of its shareholders (the “Shareholders”) to be held on November 15, 2022 at the time and place and for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of the Shareholders (the “Notice”).

In this Information Circular, references to “the Company”, “Three Sixty Solar”, “we” and “our” refer to Three Sixty Solar Ltd. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “Registered Shareholders” means shareholders who hold Common Shares in their own name. Any reference to the term “Shareholders” includes both Registered Shareholders and Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, in relation to delivery of the Meeting proxy materials, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the Meeting proxy materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

The Company will pay intermediaries, including Broadridge Financial Solutions Inc. (“**Broadridge**”), to deliver proxy-related materials to the non-objecting beneficial shareholders (the “**NOBOs**”) and to the objecting beneficial shareholders (the “**OBOs**”).

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder or a NOBO who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date or the valid notice of revocation to Endeavor Trust Corporation (“**Endeavor Trust**”), or to the Company’s registered office at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Shareholder’s Common Shares.

Copies of this Information Circular, the Notice of Meeting, the Proxy and the annual financials (together “**Proxy Materials**”), are posted online at www.threesixtysolar.com and are SEDAR filed under the Company’s profile at www.sedar.com.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors and/or officers of the Company. If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than **either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose one of the following options to submit their proxy:

- (a) complete, date and sign the enclosed form of Proxy and return it to the Company’s transfer agent, Endeavor Trust, by fax to (604) 559-8908, or by mail or by hand to Endeavor Trust Corporation, Suite 702 - 777 Hornby Street, Vancouver, BC V6Z 1S4, or by email to proxy@endeavortrust.com; or
- (b) log onto the internet website of Endeavor Trust at www.eproxy.ca. Registered Shareholders must follow the instructions provided and refer to the enclosed Proxy form for the holder’s twelve-digit control number.

In all cases, to be represented at the Meeting, proxies submitted must be received no later than forty-eight (48) hours, excluding Saturdays, Sundays, and statutory holidays, prior to the time of the Meeting or adjournment thereof (unless the Chair of the Meeting determines, in the Chair’s sole discretion, that proxies may be received by delivery to the Meeting scrutineer at the Meeting).

Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker (an "intermediary"). In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms); and in the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two types of Beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "OBOs" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for Non-Objecting Beneficial Owners).

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company utilizing the Notice-and-Access Provisions. The Company has asked Broadridge to send the Proxy Materials to NOBO and OBO Shareholders. If you are a Beneficial Shareholder, please return the VIF as specified in the request for voting instructions that was sent to you.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, please insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge via the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting, and the appointment of any Shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting.**

Notice to United States Shareholders

The solicitation of proxies is not subject to the requirements of Section 14(a) of the Securities Exchange Act of 1934 (the "U.S. Exchange Act") by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Information Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Common Shares by Shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of Common Shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada, and reconciled to accounting principles generally accepted in the United States. Such consequences for the Shareholders who are resident in or citizens of, the United States may not be described fully in this Information Circular.

The enforcement by the Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Company are located outside the United States.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Endeavor Trust or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Company has fixed October 13, 2022 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

On September 15, 2016, the Company continued into the province of British Columbia from the province of Ontario under the name "Peace River Capital Corp.", following which, on December 1, 2016, Peace River Capital Corp. changed its name to "Liberty One Lithium Corp." ("**Liberty One**").

On June 29, 2022, the Common Shares were delisted from trading on the TSX Venture Exchange (the “**TSXV**”) and listed on the NEO Exchange Inc. (the “**NEO**”), in a halted state. On July 26, 2022, the Common Shares were consolidated on a two-for-one basis of 9,344,393 pre-consolidation Common Shares for 4,671,283 post-consolidation Common Shares. On August 4, 2022, the Company completed a business combination pursuant to an amalgamation agreement dated February 10, 2022, as amended May 6, 2022, (the “**Amalgamation Agreement**”) among Three Sixty Solar Ltd., the predecessor company, (the “**Predecessor Company**”) and 1345100 B.C. Ltd. (“**SubCo**”), a wholly-owned subsidiary of the Company. Pursuant to the Amalgamation Agreement, the Predecessor Company and SubCo amalgamated under the name “Three Sixty Solar Operations Ltd.” (“**Amalco**”), and the Company acquired 100% of the issued and outstanding common shares of Amalco (the “**Transaction**”). Upon completion of the Transaction, the Company changed its name from “Liberty One Lithium Corp.” to “Three Sixty Solar Ltd.”

On August 15, 2022, the Common Shares commenced trading on the NEO under stock symbol “**VSOL**”.

The authorized capital of the Company consists of an unlimited number of Common Shares, without par value; an unlimited number of Special Shares, without par value; and an unlimited number of Preference Shares, without par value. As of the Record Date, there were 24,084,730 Common Shares issued and outstanding, each carrying the right to one vote. As of the Record Date, there were no Special Shares issued and outstanding and there were no Preference Shares issued and outstanding.

No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

There are special rights and restrictions attached to each of the Common Shares, the Special Shares and the Preference Shares, which special rights and restrictions are set out in the Articles of the Company, a copy of which is available under the Company’s profile at www.sedar.com.

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at October 13, 2022 are:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
0996996 BC Ltd. ⁽¹⁾	7,666,667	31.83%

Note:

- (1) 0996996 BC Ltd. is a corporation controlled by Peter G. Sherba, a director of the Company. See Note (5) to the table at *Election of Directors* table below for additional information.

FINANCIAL STATEMENTS

The consolidated audited financial statements of the Company for the financial year ended December 31, 2021 and the report of the auditor thereon, and the financial statements for the three and six month fiscal period ended June 30, 2022 and the related management’s discussion and analyses (the “**Financials**”) were filed under the Company’s SEDAR profile at www.sedar.com. The Financials will be tabled for presentation to the Shareholders and copies will also be available at the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein. If there are more nominees for election as directors or appointment of the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case

may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The Board has determined, following the closing of the Transaction, to increase the number of directors of the Company to five (5). Accordingly, the Board presently consists of five directors, and the Board has determined to continue with five directors. At the Meeting, shareholders will be asked to elect five directors to the Board.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) (“BCA”), each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The Articles include an advance notice provision (the “**Advance Notice Provision**”) which provides for the requirement of advance notice to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the BCA or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

Among other things, the Advance Notice Provision fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual general or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form. The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision in the Company's Articles, which was filed on August 8, 2022 under the Company's profile at www.sedar.com.

If the Company has not received notice of a nomination in compliance with the Advance Notice Provision, any nominations for director at the Meeting, other than nominations by or at the direction of the Board or an authorized officer of the Company, will be disregarded at the Meeting.

The following disclosure sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, the principal occupation, business or employment of each director nominee, the period of time during which each nominee has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at October 13, 2022.

Name, Current Position with the Company and Province and Country of Residence	Present Principal Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled
Brian P. Roth ⁽³⁾ Chief Executive Officer and Director Alberta, Canada	Chief Executive Officer and Director of the Company (since August, 2022); see “ <i>Director Biographies</i> ” below.	Since August 4, 2022	1,250,000
Kyle Stevenson ⁽²⁾ Director British Columbia, Canada	Director of the Company; see “ <i>Director Biographies</i> ” below.	Since June 22, 2017	Nil
Robert L. Birmingham ⁽²⁾⁽⁴⁾ Director British Columbia, Canada	Director of the Company; see “ <i>Director Biographies</i> ” below.	Since November 8, 2019	Nil
Peter G. Sherba ⁽⁵⁾ Director British Columbia, Canada	Director of the Company; see “ <i>Director Biographies</i> ” below.	Since August 4, 2022	7,666,667

Name, Current Position with the Company and Province and Country of Residence	Present Principal Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled
Scott McLeod ⁽²⁾⁽⁶⁾ Director British Columbia, Canada	Director of the Company; see “ <i>Director Biographies</i> ” below.	Since August 4, 2022	25,000

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) Member of the Audit Committee.
- (3) Mr. Roth also holds Options (as defined herein) to purchase 200,000 Common Shares, and 1,506,667 Common Share purchase warrants entitling the holder to acquire a Common Share at a price of \$0.05 per Common Share, which becomes exercisable upon the Company achieving cumulative gross revenues of \$10,000,000 (the “**Performance Warrants**”).
- (4) Mr. Birmingham holds 60,000 Options exercisable at \$1.00 per Common Share until August 9, 2024.
- (5) Shares are held by 0996996 BC Ltd., a company controlled by Mr. Sherba, which also holds 1,506,666 Performance Warrants. Mr. Sherba also holds 50,000 Options exercisable at \$1.00 per Common Share until August 9, 2024.
- (6) Shares are held by CMCL Capital Inc., a company controlled by Mr. McLeod, which also holds warrants exercisable into 25,000 Common Shares. Mr. McLeod also holds 100,000 Options exercisable at \$1.00 per Common Share until August 9, 2024.

Director Biographies

Brian P. Roth, Chief Executive Officer and Director

Mr. Roth has served in the energy and building science sectors in a variety of roles for over 15 years. With both Professional Engineer and Professional Accountant designations, Mr. Roth is experienced with product development and commercialization, having previously been a part of the management team that grew dPoint Technologies Inc. in Vancouver, British Columbia from a conceptual start-up to a commercial success, eventually selling the business. Mr. Roth is dedicated to making the transition to renewable energy sources both technically and economically feasible. Mr. Roth is a graduate of the Sauder School of Business at the University of British Columbia with a Master of Business Administration degree, and of the University of Waterloo with a Bachelor of Applied Science in Mechanical Engineering.

Kyle Stevenson, Director

Mr. Stevenson brings over 16 years of experience in finance, marketing, and operations to the team at the Company. Mr. Stevenson has filled several high-profile roles over the years, including; Founder / President / Director of Millennial Lithium Corp., CEO/Director of RuralCom Capital, a licensed Canadian telecom provider acquired by Investel Capital Corp. in 2016; and Founder/President/Director of High North Resources Ltd., an oil and gas producer focused on western Canada.

Robert L. Birmingham, Director

Mr. Birmingham has over 15 years of public markets experience, with a focus on corporate development, investor relations and capital raising. Mr. Birmingham is currently the CEO and a director of Brigadier Gold Ltd. (TSX.V:BRG) and a director of BIGG Digital Assets (CSE: BIGG). Mr. Birmingham is the founder and President of investor relations company, Benaterra Communications Inc., and has been on the board of multiple TSXV and CSE listed companies. Mr. Birmingham holds a Bachelor of Business Administration from Capilano University.

Peter G. Sherba, Director

Mr. Sherba is a successful business entrepreneur with over 30 years' experience in the energy sector. His primary focus is on clean energy initiatives and sustainable development. He has built and sold several successful electrical companies and, in 2017, he started to develop and subsequently built, to Three Sixty Solar's knowledge, the world's first solar tower. Mr. Sherba is passionate about providing clean energy solutions, while being mindful of the natural habitats surrounding every project. Mr. Sherba is a recent graduate from BDC Growth Driver Program, a two-year program attended through Ivy Business School in Toronto. Leadership and growing a business was the focus. Mr. Sherba also has his FSR, a license for any electrical installations including high voltage and energy.

Scott McLeod, Director

Mr. McLeod is the general counsel for a private investment company specializing in capital raising and go-public transactions. Previously he practiced as a capital markets and securities lawyer at Clark Wilson LLP in Vancouver since 2019, where he advised public and private companies on financings, initial public offerings, reverse take-overs, mergers and acquisitions, and regulatory compliance. He has assisted companies in raising over \$500 million in aggregate. Mr. McLeod graduated from the University of British Columbia with a Bachelor of Commerce in 2008 and a Juris Doctor in 2018.

None of the above proposed nominees for election as director of the Company are nominated for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A Shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed director nominees. At the Meeting, the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision. Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

Cease Trade Orders and Bankruptcy

Except as set out below, within the last 10 years before the date of this Information Circular, no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;

- (d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On July 21, 2020, a cease trade order was issued by the British Columbia Securities Commission against the Company (prior to the Transaction) for failure to file its interim financial statements and related management discussion and analysis for the three month period ended March 31, 2020. The Company applied for, and was granted COVID relief, and on July 23, 2020, the Company filed its requisite financial statements and the cease trade order was lifted. Kyle Stevenson and Robert Birmingham were each directors of the Company at the time that the cease trade order was issued.

Conflicts of Interest

Directors or officers of the Company may, from time to time, serve as directors or officers of, or participate in ventures with, other companies involved in digital assets and distributed ledger technology, other businesses similar to that undertaken by the Company, or other similar businesses. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible business opportunities or generally when acting on behalf of the Company, notwithstanding that they will be bound by the provisions of the BCA to act at all times in good faith in the best interest of the Company, and to disclose such conflicts to the Company if and when they arise. Conflicts, if any, will be subject to the procedures and remedies prescribed by the BCA, the NEO and applicable securities laws. As of the date of this Information Circular, to the best of its knowledge, the Company is not aware of the existence of any conflicts of interest between it and any of its respective directors or officers.

Penalties and Sanctions

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The Board of Directors unanimously recommends that each shareholder vote “FOR” the election of the above nominees as directors. Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote “FOR” the election of the Nominees.

APPOINTMENT OF AUDITOR

At the Meeting the Board will nominate Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants (“DMCL”), for appointment as auditor of the Company for the ensuing year in place of Ernst & Young LLP, Chartered Professional Accountants. DMCL were first appointed as auditor of the Company effective August 17, 2022 by the Board following closing of the Transaction and appointment of new members of the Board. Ernst & Young were first appointed as auditor of the Company effective April 30, 2017, but the Board resolved on August 17, 2022 to change the Company’s auditor to DMCL. Consequently Ernst & Young LLP resigned as auditor on August 17, 2022. We note that the annual financial statements for both the financial year ended December 31, 2020 and December 31, 2021 and the audit of same, were prepared by Ernst & Young LLP.

There have been no reportable disagreements between the Company and Ernst & Young LLP and no qualified opinions or any denials of opinions by Ernst & Young LLP for the purposes of National Instrument 51-102 – *Continuous Disclosure Obligations*. A copy of the Reporting Package with respect to the termination of Ernst & Young LLP and the appointment of DMCL as auditor of the Company, which includes the Notice of Change of

Auditor, a letter from Ernst & Young LLP and a letter from DMCL is attached as Schedule A to this Information Circular.

The Board recommends that you vote in favour of appointment of DMCL. Unless otherwise instructed, at the Meeting the proxyholders named in the Company’s form of Proxy or Voting Instruction Form will vote “FOR” the appointment of DMCL.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires the Company to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

The Audit Committee’s Charter

The Audit Committee has a charter, a copy of which is attached as Schedule A to the Information Circular prepared for the Company’s annual general meeting held June 30, 2021, as SEDAR filed on May 25, 2021 under the Company’s profile at www.sedar.com.

Composition of the Audit Committee

As of the date of this circular, the current members of the Audit Committee are Kyle Stevenson (Chair), Robert Birmingham and Scott McLeod. All current members of the Audit Committee are considered to be independent and financially literate within the meaning of NI 52-110.

Relevant Education and Experience

See the disclosure under the heading “*Election of Directors – Director Biographies*” for information about relevant education and experience of the Company’s Audit Committee members.

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that has provided the member with:

- (a) an understanding of the accounting principles used by the issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting;

to ensure they are financially literate within the meaning of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-Audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Following closing of the amalgamation on August 4, 2022 several of the directors, including Audit Committee members, resigned from the Board and new members were appointed to the Board and the Audit Committee (see “*Composition of Audit Committee*”).

Reliance on Exemptions in Subsection 3.3(2) or Section 3.6

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on exemptions contained in Sections 3.3(2) (*Controlled Companies*) or 3.6 (*Temporary Exemption for Limited and Exceptional Circumstances*) of NI 52-110.

Reliance on Section 3.8

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on an exemption in relation to Section 3.8 (*Acquisition of Financial Literacy*) of NI 52-110.

Pre-Approval Policies and Procedures

Pursuant to the Audit Committee Charter, the Audit Committee has adopted specific policies and procedures for the review and pre-approval of any services provided by the auditor. The procedures require that all proposed engagements of the Auditor for audit and non-audit services be submitted to the Audit Committee for approval prior to engaging the Auditor for any such services. The Audit Committee, or a member of the Audit Committee delegated for such purpose, considers such requests and, if acceptable to a majority of the Audit Committee members, pre-approves such audit or non-audit services by a resolution of the Audit Committee. Such Audit Committee resolution authorizes management to engage the auditor for the services under review, with set maximum dollar amounts for each item of service.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by the former auditor during the two most recently completed fiscal years, Ernst & Young LLP, to ensure auditor independence. The Board appointed DMCL, as successor Auditor on August 17, 2022 and changed the fiscal year end date to September 30. Accordingly, the annual financial statements for the fiscal year ended September 30, 2022 will be audited by DMCL, which audited annual financial statements are not now available for reference and will not be ready and available for presentation at the Meeting.

As of December 31, 2021, fees incurred with Ernst & Young LLP, Chartered Professional Accountants, for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of services	Fees paid to auditor for year ended December 31, 2021.	Fees paid to auditor for year ended December 31, 2020.
Audit fees ⁽¹⁾	\$46,500	\$26,805
Audit-related fees ⁽²⁾	Nil	Nil
Tax fees ⁽³⁾	\$3,000	\$3,000
All Other Fees ⁽⁴⁾	Nil	Nil
Total:	\$49,500	\$29,805

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the

financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

CORPORATE GOVERNANCE

The Canadian Securities Administrators have introduced in final form *National Instrument 58-101 – Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and *National Policy 58-201 – Corporate Governance Guidelines* (“**NP 58-201**”). The Company has reviewed its own corporate governance practices in light of the NP 58-201 guidelines. In certain cases, the Company’s practices comply with NP 58-201, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore certain guidelines have not been adopted. Set out below is a description of certain corporate governance practices of the

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

There are no special structures or processes in place to facilitate the functioning of the directors of the Company independently of management. However, the independent directors are given full access to management so that they can develop an independent perspective and express their views and communicate their expectations of management.

The Board facilitates its independent supervision over management by ensuring a majority of the Board are not officers of the Company. During the financial year ended December 31, 2021, the independent members of the Board were Kyle Stevenson and Robert L. Birmingham. Following the closing of the Transaction on August 4, 2022, Brian P. Roth, Peter G. Sherba and Scott McLeod were appointed to the Board. The independent members of the current Board are Kyle Stevenson, Robert L. Birmingham and Scott McLeod. Brian P. Roth is CEO of the Company and Peter G. Sherba is a controlling shareholder, qualifying both of them as non-independent directors.

Board and Committee Meetings

Since the closing of the Transaction, no formal board or audit committee meetings have been held, as the resolutions passed by the Board and audit committee have been passed by unanimous written consent. As a result, a record of attendance of the directors is inapplicable as of the date of this Information Circular.

Position Descriptions

The Company does not have a detailed written description of powers and responsibilities of the members of management or the Board. The Board's independent directors are of the view that no such descriptions are necessary in the Company's circumstances. The non-management directors believe that their majority representation on the Board, their knowledge of the Company's business and their independence are sufficient to facilitate the functioning of the Board independently of management.

Directorships

A certain director is currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name of Director	Name of reporting company	Exchange Listed
Robert Birmingham	BIGG Digital Assets Inc. Brigadier Gold Ltd. Clear Sky Lithium Corp. Ronin Ventures Corp. New Wave Holdings Corp.	CSE TSX-V CSE TSX-V TSX-V

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's business and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the officers and non-executive directors of the Company. The Board annually reviews all forms of compensation paid to officers and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers. See "*Statement of Executive Compensation*" below.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. The Audit Committee will annually review the audit committee charter and recommend revisions to the Board as necessary.

The Company feels its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's method of corporate governance allows the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

Director Term Limits and Other Mechanisms of Board Renewal

The Board has not adopted a term limit for directors. The Board believes that the imposition of term limits on a director implicitly discounts the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination. The notional objective of term limits is to encourage board turnover, introduce new perspectives and retain independence. The Board believes that it can strike the right balance between continuity and fresh perspectives without mandated term limits.

Diversity Disclosure

The Company has not developed a written diversity policy. In the future, however, as the Company's business expands, the Board intends to consider whether it should adopt specific policies and practices regarding the representation of members of designated groups on the Board and in executive positions.

The Company has not adopted a specific target regarding the representation of women on the Board or in executive officer positions. However, it is an objective of the Board that diversity be considered in determining the optimal composition of the Board. Gender diversity is an important factor that is taken into account in identifying and selecting Board members. The Board believes that diversity is important to ensure that directors provide a wide range of perspectives, experience and expertise required to achieve effective stewardship of the Company.

Currently, none (0%) of the five directors of the Board is a woman and none (0%) of two executive officers of the Company is a woman.

STATEMENT OF EXECUTIVE COMPENSATION

In this section "NEO" or "named executive officer" means each of the following individuals:

- (a) the Chief Executive Officer ("CEO");
- (b) the Chief Financial Officer ("CFO");
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at December 31, 2021.

During financial years ended December 31, 2021, 2020 and 2019, based on the definition above, the NEOs of the Company were Brad Nichol (CEO) and Nathan Steinke (CFO). The directors of the Company who were not NEOs were Patrick Whibley, Kyle Stevenson and Robert Birmingham.

Summary Compensation Table

The compensation paid to the NEOs during the Company's three most recently completed financial years ended December 31, 2021, 2020 and 2019, is set out below:

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long term incentive plans		
Brad Nichol, ⁽¹⁾ Former CEO and Former Director	2021	120,000	Nil	Nil	Nil	Nil	Nil	120,000
	2020	120,000	Nil	Nil	Nil	Nil	Nil	120,000
	2019	120,000	Nil	Nil	Nil	Nil	Nil	120,000
Nathan Steinke, ⁽²⁾ Former CFO	2021	36,000	Nil	Nil	Nil	Nil	Nil	36,000
	2020	144,000	Nil	Nil	Nil	Nil	Nil	144,000
	2019	144,000	Nil	Nil	Nil	Nil	Nil	144,000

Notes:

- (1) Mr. Nichol was appointed to the office of CEO on July 25, 2017. He was elected to the Board on March 15, 2018. Mr. Nichol resigned from both positions effective July 5, 2022.
- (2) Mr. Steinke was appointed to the office of CFO on August 15, 2018 and he resigned effective July 5, 2022.

Incentive Plan Awards

The outstanding option-based awards for the NEOs as at December 31, 2021 are presented in the table below (on a post-consolidation basis):

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (y-m-d)	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Brad Nichol, Former CEO and Former Director	Nil	--	--	--	--	--	--
Nathan Steinke, Former CFO	50,000	3.10	2023-08-16	Nil	Nil	Nil	Nil

Note:

- (1) The value of unexercised in-the-money options is calculated based on the December 31, 2021 closing Common Share price on the TSXV.

Incentive Plan Awards – value vested or earned during the year

The value vested or earned from incentive plan awards during the financial year ended December 31, 2021 for NEOs was as follows:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Brad Nichol	Nil	Nil	Nil
Nathan Steinke	Nil	Nil	Nil

Note:

- (1) Aggregate dollar value that would have been realized, by determining the difference between the closing market price of the Common Shares on the TSXV and the exercise price of the underlying option on each date during the fiscal year when an option award vested.

Pension Plan Benefits

The Company does not have any pension plans for its directors, officers or employees.

Compensation of Directors

The Company compensates its directors mainly through the issuance of stock options. During the fiscal year ended December 31, 2021, compensation was paid to directors, who are not also named as a NEO above, as set out in the following table:

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total (\$)
Kyle Stevenson ⁽¹⁾	24,000	Nil	Nil	Nil	Nil	24,000
Patrick Whibley ⁽²⁾ (Former Director)	108,000	Nil	Nil	Nil	Nil	108,000
Robert Birmingham ⁽³⁾	12,000	Nil	Nil	Nil	Nil	12,000

Notes:

- (1) Mr. Stevenson was appointed to the board of directors on June 22, 2017.
 (2) Mr. Whibley was appointed to the board of directors on May 30, 2017 and he resigned effective August 4, 2022.
 (3) Mr. Birmingham was appointed to the board of directors on November 8, 2019.

Incentive Plan Awards – Directors

The outstanding option-based awards held by directors of the Company, who were not also a NEO, as at December 31, 2021 were as follows:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (y-m-d)	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Kyle Stevenson	Nil	--	--	--	--	--	--
Patrick Whibley	Nil	--	--	--	--	--	--

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (y-m-d)	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Robert Birmingham	Nil	--	--	--	--	--	--

Exercise of Stock Options

There were no exercises of incentive stock options by any director nor by any NEO who was not a director of the Company, or a subsidiary of the Company during financial year ended December 31, 2021.

Incentive plan awards – value vested or earned during the year – Directors

The value vested or earned from incentive plan awards during the Company’s fiscal year ended December 31, 2021 for directors, who were not also a NEO, was as follows:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Kyle Stevenson	Nil	Nil	Nil
Patrick Whibley	Nil	Nil	Nil
Robert Birmingham	Nil	Nil	Nil

Compensation Discussion and Analysis

The Board has not appointed a compensation committee and the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company’s base compensation structure and equity-based compensation program, recommending compensation of the Company’s officers, employees, and consultants and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The Board reviews the compensation of senior management on a semi-annual basis taking into account compensation paid by other issuers of similar size and activity.

The Board has not considered the implications of the risks associated with the Company’s compensation program. The Company intends to continue to formalize its compensation policies and practices and take into consideration the implications of the risks associated with the Company’s compensation program and how it might mitigate those risks.

Philosophy and Objectives

The Company is a small, solar energy company with limited resources. The compensation program for the senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and

(c) better aligning their interests with those of the Company's Shareholders.

In compensating its senior management, the Company has employed a combination of base compensation and equity participation through its share option plan.

Base Compensation

In the Board's view, paying base compensation which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation

The Board believes that encouraging its executives, employees, and consultants to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Company's 2022 Option Plan and 2022 RSU Plan. Equity awards are granted to executives and employees taking into account a number of factors, including the amount and term of awards previously granted, base salary and bonuses and competitive factors. The amounts and terms of awards granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasises the provisions of award grants to maintain executive motivation.

Compensation Review Process

Risks Associated with the Company's Compensation Practices

The Board has not proceeded to a formal evaluation of the implications of risks associated with the Company's compensation policies and practices. The Board reviews the risks at least once annually, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of short-term compensation in the form of a base compensation and long-term ownership through the Company's 2022 Option Plan and the 2022 RSU Plan. This structure ensures that a significant portion of executive compensation (equity awards) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the Shareholders is extremely limited. Furthermore, the short-term component of the executive compensation represents a relatively small part of the total compensation. As a result, it is unlikely that an officer would take inappropriate or excessive risks at the expense of the Company or the Shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Base Salary or Consulting Fees

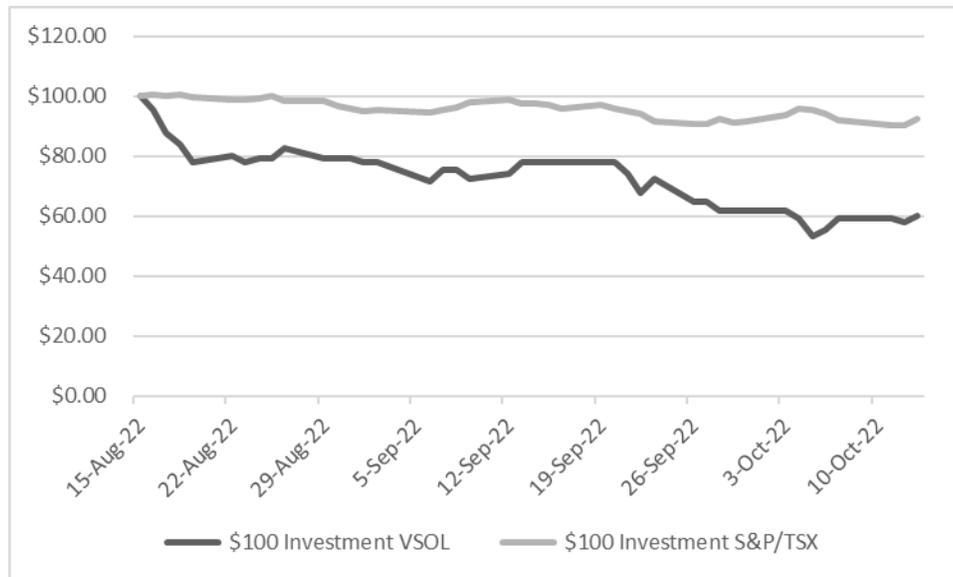
Base salary ranges for the executive officers were initially determined upon a review of companies within the solar energy industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the solar energy industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Performance Graph

As the completion of the Transaction marked the beginning of the commencement of the current business of the Company, the Company considers its share performance since completion of the Transaction to be pertinent to its Shareholders. The following graph compares the percentage change in the cumulative Shareholder return on the Common Shares compared to the cumulative total return of the S&P/TSX Composite Index commencing with the listing of the Common Shares on the NEO on August 15, 2022 to October 13, 2022, assuming a CDN\$100 investment on August 15, 2022 and reinvestment of dividends.



Other than the Performance Warrants, the Board has not, as of the date of the Circular, determined any incentive payments based on the Company's results, including its total Shareholders' return, but it is anticipated that as part of the compensation and governance review, the Board will consider and approve incentive payments that take into account these factors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan that the Company had in place during the financial year ended December 31, 2021 was the share option plan dated January 23, 2012 (the “**2012 Option Plan**”). Following the December 31, 2021 financial year end, the Board, on June 14, 2022, adopted a new share option plan (the “**2022 Option Plan**”) dated for reference June 14, 2022, to be effective concurrently with the listing of the Common Shares on the NEO. The 2012 Option Plan was a 10% rolling plan allowing for a maximum reserve of 10% of the issued and outstanding Common Shares from time to time. The table below shows the number of outstanding Options at December 31, 2021, and the number of Options remaining available for grant.

The following table sets out equity compensation plan information at the Company’s financial year-end of December 31, 2021 (on a post-consolidation basis).

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the 2012 Option Plan)	75,000	\$3.06	392,128
Equity compensation plans not approved by securityholders	--	--	--
Total	75,000		392,128

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than set out below, no directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

An informed person is one who, generally speaking, is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction since the commencement of the Company’s most recently completed financial year ended December 31, 2021 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries other than as set out in a document already disclosed to the public, except as disclosed in this Information Circular.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Presentation to the Shareholders of the audited December 31, 2021 Annual Consolidated Financial Statements and related Annual Management Discussion and Analysis; and the interim quarterly financial statements for the three and six month fiscal period ended June 30, 2022 and related interim quarterly Management Discussion and Analysis (see *Financial Statements*);
2. Election of Directors (see *Election of Directors*);
3. Appointment of Auditor (see *Appointment of Auditor*);
4. Ordinary resolution to approve adoption of new 2022 Share Option Plan (see *Particulars of Matters to be Acted upon – Adoption of New 10% Rolling 2022 Share Option Plan*); and
5. Ordinary resolution to approve adoption of new 2022 Restricted Share Unit Plan (see *Particulars of Matters to be Acted upon – Adoption of Restricted Share Unit Plan*).

Adoption of New 10% Rolling Share Option Plan

In connection with the Transaction and listing of the Common Shares on the NEO, the Company terminated the 2012 Option Plan and adopted a new form of 10% “rolling” stock option plan, the 2022 Option Plan, effective on the date the Common Shares were listed for trading on the NEO, to bring the Company’s equity incentive plan regime in line with higher disclosure requirements and regulation standards expected of non-venture issuers, as “non-venture issuer” is defined in NI 51-102.

The purpose of the 2022 Option Plan is to encourage and enable certain eligible persons to participate in the success of the Company thereby advancing the interests of the Company and its affiliates by, among other things, attracting, rewarding and retaining highly competent persons as directors, officers, employees and consultants of the Company, that will contribute to the Company’s long-range success, and providing additional incentives to such persons by aligning their interests with those of the shareholders of the Company.

The 2022 Option Plan provides for the grant of options to acquire common shares (each, an “**Option**”). All Options will be evidenced by an agreement or other instrument or document evidencing the Options granted under the 2022 Option Plan. The date of grant, the number of Common Shares, the vesting period and any other terms and conditions of Options granted pursuant to the 2022 Option Plan are to be determined by Board, subject to the express provisions of the 2022 Option Plan and the applicable option agreement. As of the date of this Circular, there are 1,655,000 Options outstanding.

Material Terms to the 2022 Option Plan

Administration of the 2022 Option Plan

The Board will be responsible for the general administration of the 2022 Option Plan and the proper execution of its provisions, the interpretation of the 2022 Option Plan and the determination of all questions arising hereunder. Without limiting the generality of the foregoing, the Board has the power to:

- (a) allot Common Shares for issuance in connection with the exercise of Options;
- (b) grant Options;
- (c) subject to any necessary Regulatory Approval (as defined in the 2022 Option Plan), amend, suspend, terminate or discontinue the 2022 Option Plan, or revoke or alter any action taken in connection therewith, except that no general amendment or suspension of the 2022 Option Plan will, without the prior written consent of all optionees, alter or impair any Option previously granted under the 2022 Option Plan unless the alteration or impairment occurred as a result of a change in the NEO Listing Manual; and

- (d) delegate all or such portion of its powers under the 2022 Option Plan as it may determine to one or more committees of the Board, either indefinitely or for such period of time as it may specify, and thereafter each such committee may exercise the powers and discharge the duties of the Board in respect of the 2022 Option Plan so delegated to the same extent as the Board is hereby authorized so to do.

Eligibility

The 2022 Option Plan authorizes the Board to grant Options to directors, officers, employees, consultants (collectively, “**Service Providers**”) or companies who are wholly-owned by one or more Service Provider or their respective affiliates.

Common Shares Available for Issuance

The maximum aggregate number of Common Shares that may be reserved for issuance under the 2022 Option Plan at any point in time is 10% of the outstanding Common Shares at the time such Common Shares are reserved for issuance as a result of the grant of a Option, less any Common Shares reserved for issuance under share options granted under Share Compensation Arrangements (as defined in the 2022 Option Plan) other than the 2022 Option Plan, unless the 2022 Option Plan is amended pursuant to the requirements of the NEO. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option will again be available for the purposes of granting Options pursuant to the 2022 Option Plan. The Board may at any time increase the number of Common Shares available for issue under the 2022 Option Plan, subject to compliance with any applicable regulatory rules.

Change of Control

In the event of a change of control, the Board will have the authority to undertake the following (i) to the extent that such Options are subject to vesting, to cause such Options to be deemed to have immediately vested upon the occurrence of the change of control, (ii) to cause such Options to terminate upon the occurrence of the change of control, provided that the Company has given holders of the Options at least ten (10) days advance written notice of such change of control during which period the holder will have the opportunity to exercise the Options, or (iii) to cause the Options to be exchanged for incentive stock options of such resulting issuer upon the occurrence of the change of control at such ratio and adjusted exercise price as the Board considers appropriate, acting reasonably.

Non-Transferability

Except as set out in the 2022 Option Plan, Options are not transferrable or assignable and Options may be exercised only by the person to whom the Options were granted. In the case of the death of a holder of Options, any vested Options will become exercisable by such holder’s lawful representatives, heirs or executors until the earlier of one year after the date of such holder’s death and the date of expiration of the term otherwise applicable to such Options.

Amendment

The 2022 Option Plan contains a formal amendment procedure. The Board may amend certain terms of the 2022 Option Plan without requiring the approval of the shareholders of the Company, unless specifically required by any exchange. Amendments not requiring shareholder approval include:

- amendments which are of a typographical, grammatical or clerical nature only;
- amendments of a housekeeping nature;
- changes to the vesting provisions of a Option, subject to prior written approval of the NEO, if applicable;
- changes to the termination provision of a Option which does not entail an extension beyond the lesser of the original expiry date of such Option, or 12 months from termination;
- amendments necessary as a result in changes in securities laws or any requested changes by the NEO;

- if the Company becomes listed or quoted on another stock exchange, it may make such amendments as may be required by the policies of such stock exchange or stock market; and
- amendments which reduce, and do not increase, the benefits of the 2022 Option Plan to Service Providers.

Shareholder approval will be required prior to any of the following actions becoming effective:

- the 2022 Option Plan, together with all of the Company's other previous Share Compensation Arrangements, could result at any time in:
 - the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the outstanding Common Shares in the event that the 2022 Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares;
 - the number of Common Shares issued under the 2022 Option Plan issued to Insiders within a one-year period exceeding 10% of the outstanding Issuer Option Shares (as defined in the 2022 Option Plan) in the event that the 2022 Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares; or
 - the issuance to any one person, within a 12-month period, of a number of Common Shares exceeding 5% of the outstanding Common Shares; or
- any reduction in the exercise price of an Option previously granted to an Insider.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution, with or without variation, to ratify, confirm and approve adoption of the 2022 Option Plan, the text of which is as follows:

“RESOLVED, that the Company's 10% rolling Share Option Plan, dated for reference June 14, 2022, be and is hereby ratified, confirmed and approved for adoption by the Company, such Share Option Plan to be in effect from June 14, 2022.”

An “*ordinary resolution*” is a resolution passed by the Shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

The Board recommends that Shareholders vote in favour of the 2022 Option Plan. Unless otherwise instructed, at the Meeting the proxyholders named in the Company's form of Proxy or Voting Instruction Form will vote “FOR” adoption of the 2022 Option Plan.

Shareholders may obtain a copy of the 2022 Option Plan by contacting the Company and a copy of the 2022 Option Plan will be posted with the Meeting proxy materials under the Company's profile at www.sedar.com. A copy will also be available for review by Shareholders at the Meeting.

Adoption of New Restricted Share Unit Plan

On October 13, 2022, the Board adopted a new restricted share unit plan (the “**2022 RSU Plan**”), reserving for issuance, combined with any equity securities granted under all other compensation arrangements adopted by the Company, a maximum of 20% of the issued and outstanding Common Shares at the time of grant. The Board proposes to approve and implement the 2022 RSU Plan upon receipt of approval of the Shareholders. As of the date of this Information Circular, the Company does not have any restricted share units (“**RSUs**”) outstanding.

RSUs are granted by the Board. In monitoring or adjusting the RSU allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to

Shareholder value, previous Option grants and the objectives set for the Company. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of RSUs to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the 2022 RSU plan;
- the date on which each RSU is granted;
- the vesting period, if any, for each RSU;
- the other material terms and conditions of each RSU grant; and
- any re-pricing or amendment to an RSU grant.

The Board makes these determinations subject to and in accordance with the provisions of the 2022 RSU Plan. The Board proposes to review and approves grants of RSUs on an annual basis and periodically during a financial year.

Material Terms of the 2022 RSU Plan

The following is a summary of the material terms of the 2022 RSU Plan:

Eligibility

RSUs may be granted to any person who is an employee, officer, director, certain consultants and individuals employed by a corporation providing management services to the Company, which are required for the ongoing successful operation of the business enterprise of the Company, excluding a person engaged in investor relations activities.

Common Shares Available for Issuance

The Company has reserved for issuance a maximum of 20% of the issued and outstanding Common Shares at the time of grant, combined with any equity securities granted under all other compensation arrangements adopted by the Company, including the 2022 Option Plan.

Required Approvals

Approval by Shareholders other excluding security holders that would receive, or would be eligible to receive, a material benefit resulting from the following actions, must all be obtained for any grants to a Related Person (as such term is defined in the policies of any applicable exchange) if, after the grant:

- the total number of Common Shares (either issued directly or issuable on exercise of RSUs) or the number of securities, calculated on a fully diluted basis, reserved for issuance under RSUs granted to:
 - Related Persons, exceeds 10% of the outstanding securities of the Company; or
 - a Related Person and the associates of the Related Person, exceeds 5% of the outstanding securities of the Company; or
- the number of securities, calculated on a fully diluted basis, issued within 12 months to:
 - Related Persons, exceeds 10% of the outstanding securities of the Company; or
 - a Related Person and the associates of the Related Person, exceeds 5% of the outstanding securities of the Company.

Non-Transferability

Granted RSUs may not be assigned or transferred, provided however except that if a participant dies, the legal representatives of the participant will be entitled to receive the amount of any payment otherwise payable to the participant.

Amendment

Subject to any required approvals of any applicable stock exchange, the Board may amend, suspend or terminate the 2022 RSU Plan or any portion thereof at any time, but an amendment may not be made without Shareholder approval if such approval is necessary to comply with any applicable regulatory requirement. Further, subject to any required approvals of any other applicable stock exchange, the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, Shareholder approval, and, where required, approval by disinterested Shareholders, or by the written consent of the holders of a majority of the securities of the Company entitled to vote:

- increase the aggregate number of Common Shares which may be issued under the 2022 RSU Plan;
- materially modify the requirements as to the eligibility for participation in the 2022 RSU Plan that would have the potential of broadening or increasing insider participation;
- add any form of financial assistance or any amendment to a financial assistance provision which is more favourable to participants under the 2022 RSU Plan;
- add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the 2022 RSU Plan reserve; and
- materially increase the benefits accruing to participants under the 2022 RSU Plan.

However, the Board may amend the terms of the 2022 RSU Plan to comply with the requirements of any applicable regulatory authority without obtaining Shareholder approval, including:

- amendments to the 2022 RSU Plan of a housekeeping nature;
- change the vesting provisions of an RSU granted under the 2022 RSU Plan, if applicable;
- change to the vesting provisions of a security or the 2022 RSU Plan;
- change to the termination provisions of a security or the 2022 RSU Plan that does not entail an extension beyond the original expiry date;
- make such amendments to the 2022 RSU Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
- make such amendments as may otherwise be permitted by regulatory authorities; and
- amend the 2022 Option Plan to reduce the benefits that may be granted to employees, management, or consultants.

Term

A holder of RSUs may elect to have Common Shares issued pursuant at any time and from time to time from and including the date RSUs vest through to the date that is the earlier of (i) five (5) years from the date of vesting, and (ii) ten (10) years from the date the RSUs were granted.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution, with or without variation, to ratify, confirm and approve adoption of the 2022 RSU Plan, the text of which is as follows:

“RESOLVED, that the Company's Restricted Share Unit Plan, substantially in the form presented to shareholders at the annual general and special meeting of shareholders of the Company on

November 15, 2022, be and is hereby ratified, confirmed and approved for adoption by the Company, effective November 15, 2022.”

An “*ordinary resolution*” is a resolution passed by the Shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

The Board recommends that Shareholders vote in favour of the 2022 RSU Plan. Unless otherwise instructed, at the Meeting the proxyholders named in the Company’s form of Proxy or Voting Instruction Form will vote “FOR” adoption of the 2022 RSU Plan.

Shareholders may obtain a copy of the 2022 RSU Plan by contacting the Company and a copy of the 2022 RSU Plan will be posted with the Meeting proxy materials under the Company’s profile at www.sedar.com. A copy will also be available for review by Shareholders at the Meeting.

ADDITIONAL INFORMATION

Additional information concerning the Company is available via the Internet on SEDAR, which may be accessed at www.sedar.com or may be obtained by a Shareholder upon request without charge from the Company’s Chief Financial Officer at telephone 1-800-684-1972 or email: athornberry@threesixtyolar.com. The Company may require payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document. Financial information about the Company is provided in the Company’s comparative annual financial statements to December 31, 2021, a copy of which, together with the Management’s Discussion and Analysis thereon, can be found on the Company’s SEDAR profile at www.sedar.com.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to Shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, October 14, 2022.

BY ORDER OF THE BOARD

“Brian Roth”

Brian Roth
Chief Executive Officer and Director

SCHEDULE A

THREE SIXTY SOLAR LTD.

CHANGE OF AUDITOR REPORTING PACKAGE

(see attached)

- 1. Notice of Change of Auditor – August 17, 2022**
- 2. Letter from Former Auditor – August 18, 2022**
- 3. Letter from Successor Auditor – August 17, 2022**

THREE SIXTY SOLAR LTD.
(the "Company")

NOTICE OF CHANGE OF AUDITOR
(the "Notice")

To: Ernst & Young LLP Chartered Professional Accountants
And To: DMCL LLP Chartered Professional Accountants
And To: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102")

NOTICE IS HEREBY GIVEN pursuant to Section 4.11 of NI 51-102 of a change of auditor of the Company.

1. The resignation of Ernst & Young LLP ("E&Y") Chartered Professional Accountants as auditors of the Company effective August 17, 2022 be accepted; and
2. The appointment DMCL LLP ("DMCL") Chartered Professional Accountants, as auditors of the Company, effective August 17, 2022, until the next annual meeting of the Company, be approved.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company confirms that:

1. E&Y resigned as auditor at the request of the Company, effective August 17, 2022, to facilitate the appointment of DMCL;
2. E&Y did not express any reservation or modified opinion in its report for the year ended December 31, 2021, and for the period from the most recently completed period for which E&Y issued an audit report in respect of the Company and the date of this Notice;
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which E&Y issued an audit report in respect of the Company and the date of this Notice; and
4. The Notice and Auditor's letters have been reviewed by the Audit Committee and the Board of Directors.

[Signature Page Follows]

Dated as of the 17th of August, 2022

THREE SIXTY SOLAR INC.

DocuSigned by:

Austin Thornberry

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Austin Thornberry

Chief Financial Officer



Ernst & Young LLP
Calgary City Centre
2200 215 2nd Street SW
Calgary AB T2P 1M4

Tel: +1 403 290 4100
Fax: +1 403 290 4165
ey.com

Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

August 18, 2022

Three Sixty Solar Ltd.
Change of Auditor Notice dated August 17, 2022

Dear Sirs/Mesdames

Pursuant to National Instrument 51-102 (Part 4.11), we have read the above-noted Change of Auditor Notice and confirm our agreement with the information contained in the Notice pertaining to our firm.

Yours sincerely,

A handwritten signature in black ink that reads 'Ernst & Young LLP' in a cursive, script font.

Ernst & Young LLP

c: The Board of Directors, Three Sixty Solar Ltd.



1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
TEL 604.687.4747 | FAX 604.689.2778

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

August 17, 2022

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
9TH Floor – 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission

Suite 600, 250 – 5th Street S.W.
Calgary, Alberta T2P 0R4

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8

Dear Sirs:

Re: Three Sixty Solar Ltd. (the "Company")
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated August 17, 2022 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

A handwritten signature in dark ink that reads 'DMCL'.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS